SPIDER-MAN/DEADPOOL

THOMPSON
HEPBURN
BONDOC
HORAK

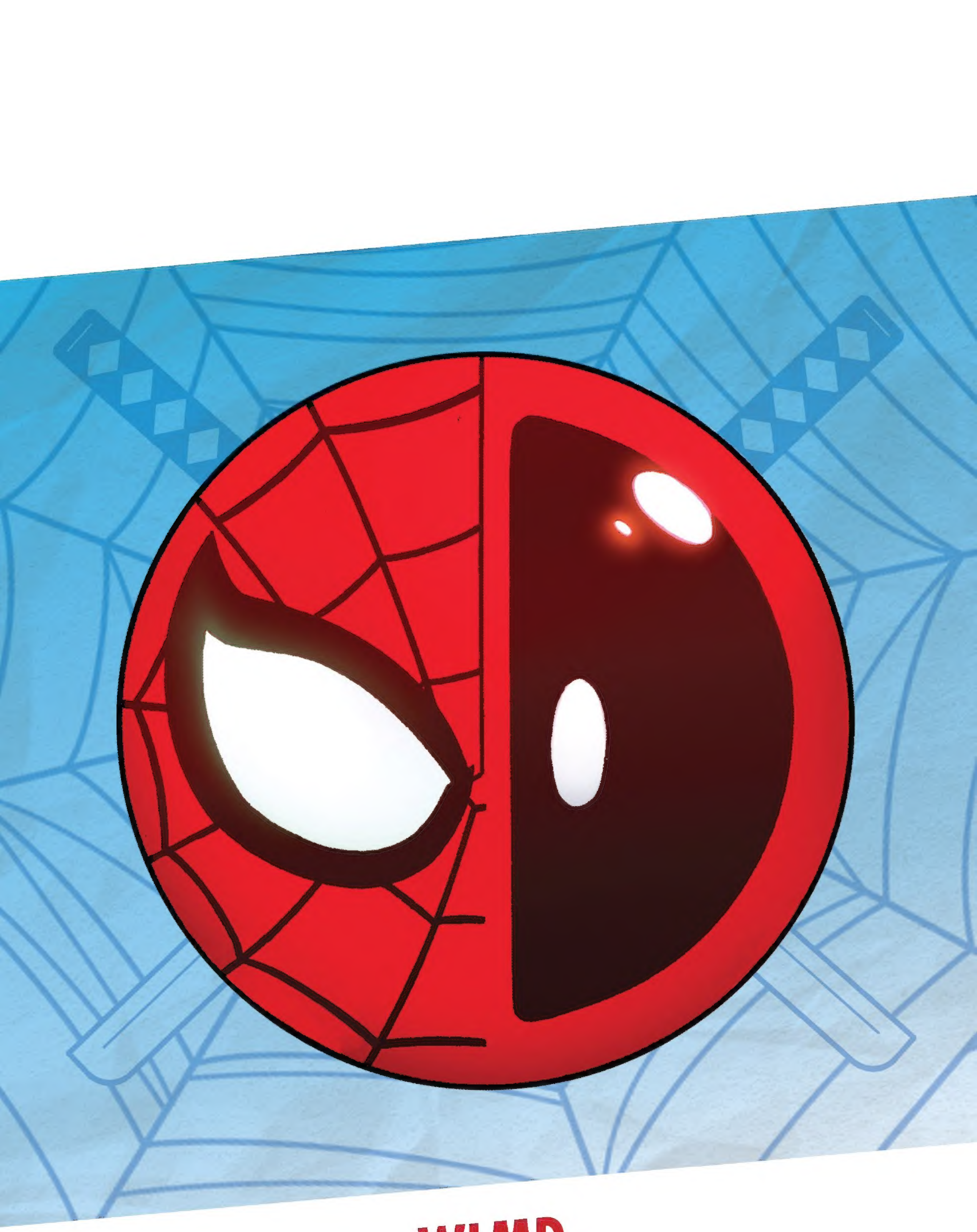
I'm only here for the CHIMICHANGAS!!!

JOHNSON

SUCKA PUNCH

WLMD

MARVEL



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**MARVEL COMICS**
BEGRUDGINGLY PRESENTS...

PETER PARKER WAS BITTEN BY AN IRRADIATED SPIDER, GRANTING HIM AMAZING ABILITIES, INCLUDING THE PROPORTIONAL SPEED, STRENGTH AND AGILITY OF A SPIDER, AS WELL AS ADHESIVE FINGERTIPS AND TOES. AFTER LEARNING THAT WITH GREAT POWER, THERE MUST ALSO COME GREAT RESPONSIBILITY, HE BECAME THE WORLD'S GREATEST SUPER HERO! HE'S...

THE WORLD'S GREATEST SUPER HERO!

# The AMAZING SPIDER-MAN

AVENGER...ASSASSIN...SUPERSTAR! WADE WILSON WAS CHOSEN FOR A TOP-SECRET GOVERNMENT PROGRAM THAT GAVE HIM A HEALING FACTOR THAT ALLOWS HIM TO HEAL FROM ANY WOUND. DESPITE EARNING A SMALL FORTUNE AS A GUN FOR HIRE, WADE HAS BECOME THE WORLD'S MOST BELOVED HERO, AND IS THE STAR OF THE WORLD'S GREATEST COMICS MAGAZINE (NO MATTER WHAT THAT JERK IN THE WEBS MAY THINK). CALL HIM THE MERC WITH THE MOUTH...CALL HIM THE REGENERATIN' DEGENERATE...CALL HIM...

# DEADPOOL

PETER PARKER WAS TRYING TO SETTLE INTO A QUIET RETIREMENT IN AN ASSISTED LIVING FACILITY, BUT FELLOW RESIDENT WADE WILSON NEVER COULD TAKE A HINT. WHEN THE DAILY BUGLE REPORTED THAT A YOUTHFUL DEADPOOL WAS BACK ON THE PROWL, WILSON PLEADED WITH PARKER TO DUST OFF HIS OLD WEB-SHOOTERS AND HELP HIM TAKE DOWN THE IMPOSTER, AGAINST WHOM THEY HOLD AN OLD, DEEP GRUDGE, BUT PETER REFUSED... UNTIL WADE HIRED SOME FOLKS TO STAGE A CRIME FOR PETER TO FOIL, AND HE GOT A TASTE OF HIS OLD HEROICS. AT LAST, THEY SUITED UP, SNUCK PAST RECEPTION AND HIT THE STREETS.

**WLMD**

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DONT
FEED THE
DUCKS

SPIDER-MAN, JUST...JUST HANG IN THERE...WE'RE GONNA GET YOU SOME HELP--

...HEY... YOU OKAY, WADE?

C'MON. LET'S PUT A SMILE ON THAT CRAZY FACE OF YOURS. YOU WANNA HEAR ONE OF MY FAVORITE JOKES? WHAT'S A SUPER--

LISTEN. THAT...***THING***. IT WASN'T...I DIDN'T--

IT WASN'T YOU. NOT THE REAL YOU.

NOT ALL KATANAS LOOK ALIKE, WADE, REMEMBER?

SOMEONE MUST HAVE ***CLONED*** ME... AND WHEN I FIND OUT ***WHO***--

JUST... LEMME FINISH. NOW...

...WHAT'S A SUPER HERO'S FAVORITE PART OF A JOKE?

THE PUNCHLINE.

HEH HEH.

HA HA HA!

HEH HEH.

AH HA! HA HA!!!

HA HA!

HAA HAR HA HA HAA!

...NO...

...NO!

MMBL HMNPARKERLUCK BURNEDWHEAT CAKESAGAIN

MMBLE MMHHNN ZZz

GET SOME MORE REST, PARKER.

YOU'RE GONNA NEED IT.

LOOK WHO'S FINALLY AWAKE.

WHAT'D I MISS?

NOTHING.

NO SIGN OF JERKPOOL. HOW'D YOU SLEEP?

SLEPT ON MY ARM FUNNY, OR SOMETHING BIT ME.

WELL, I DIDN'T BITE YOU. NO MATTER HOW MANY TIMES YOU ASK, I JUST WON'T DO IT. EVEN I HAVE A LINE I WON'T CROSS, PARKER.

YOUR CLONE SHOWS HIS FACE AFTER ALL THESE YEARS.

WHY NOW?

NO IDEA.

I'M JUST GRATEFUL...

...FOR THE CHANCE AT REVENGE!

HOTDAWG

THIS...IS EMBARRASSING, ISN'T IT? AND I NEVER GET EMBARRASSED.

WERE WE *EVER* GOOD AT THIS?

LET'S MAKE ANOTHER CAMP. START TOMORROW FRESH. WE CAN HAVE S'MORES. TELL SCARY STORIES. BRAID EACH OTHER'S HAIR. WE CAN'T SCREW *THAT* UP...CAN WE?

WAIT. DO YOU KNOW WHERE WE ARE?

IN THE MIDDLE OF AN OBVIOUS FAILURE?

THAT OR QUEENS.

I...I NEED TO GO PAY MY RESPECTS.

WAIT, WHAT? TO WHOM?

...MY FAMILY.

PP + MJ

I GOT BIT BY A RADIOACTIVE SPIDER AND *THIS* IS MY REWARD? OUTLIVING EVERYONE I LOVE?

DUDE, I'M STILL--

WHY AM I ALIVE, WADE?

IT'S, UH, A MYSTERY.

I WAS DEAD. ALL THOSE YEARS AGO, I WAS *DEAD.* AND THEN I SOMEHOW *WASN'T.* I SHOULD BE WITH MY FAMILY--

WHOA, HEY, SLOW YOUR ROLL THERE, WEBS.

MAYBE... MAYBE I SHOULD TAKE YOU BACK TO THE HOME. YOU SHOULDN'T BE OUT HERE. I SHOULDN'T EITHER.

I CAN'T GO BACK THERE, WADE. I CAN'T.

OKAY, SO WE FAILED TODAY. BUT THIS IS THE BEST I'VE FELT IN ***YEARS***. DECADES.

WE CAME OUT HERE TO STOP YOUR CLONE AND THAT'S WHAT WE'RE GONNA DO.

MY AUNT USED TO TELL ME THAT ONCE YOU'VE STARTED SOMETHING, YOU ***FINISH*** IT. NO MATTER HOW HARD. NO MATTER IF YOU SUCCEED OR FAIL--

--AND ***IF*** WE FAIL, WE FAIL ***TOGETHER***. MAYBE WE'LL ***NEVER*** FIND YOUR CLONE. MAYBE FINDING HIM WAS NEVER THE THE POINT, MAYBE THE POINT IS FINDING OUR--

*UH, WEBS--*

FOUND HIM.

I CAN'T BELIEVE HE *STILL* USES THAT OLD PIECE OF--

IS THIS A GESTURE OF PEACE? WE ACCEPT YOUR SURRENDER--

SHOOM

PSSH

WELL, HEY THERE, GOLDEN GIRLS. VISITING YOUR FUTURE FINAL RESTING PLACE?

HOW ***DARE*** YOU TAKE THE GOLDEN GIRLS' NAMES IN VAIN! FOR ***BEA ARTHUR!***

WADE, I GOTTA SAY, YOU ARE LOOKING ***SUSPICIOUSLY*** OLD.

I MEAN, IT'S ***WEIRD***, RIGHT? YOUR BLOOD IS FLOWING WITH HEALING FACTOR.

SHOULDN'T YOU LOOK LIKE ME, INSTEAD OF A ROTTING POTATO?

WHEN WE'RE DONE WITH YOU...

...YOU'LL LOOK MUCH ***WORSE***, YOU CARBON COPY.

CARBON COPY?

IS HE ***STILL*** SELLING YOU ON ME BEING A CLONE? THAT'S A SPIDER-MAN THING, NOT A DEADPOOL THING, CHUMP!

YOU NEVER SHOULD HAVE COME BACK, ***CLONE***POOL.

ALL RIGHT, ENOUGH FOREPLAY, OLD FARTS...

*GAAAAH--* SLICE UP THE BACK WITH SIMULTANEOUS BACK QUIP. YOU STILL GOT IT, WADE.

I GOT NO BEEF WITH YOU, SPIDER-MAN. NONE. I MEAN, ARE YOU MAD THAT I ***ALMOST*** CUT YOU IN HALF? IF YOU'D JUST SIT STILL I CAN FINISH THE JOB, IF IT WOULD GIVE YOU SOME CLOSURE.

DO I TALK THIS MUCH? I'M STARTING TO SEE WHY YOU FIND ME ANNOYING, WEBS.

YOU MADE ME IN YOUR OWN IMAGE. DOES THAT MAKE YOU MY DAD...OR MY GOD?

YOU... YOU ***MADE*** HIM?!

I DID NO SUCH THING--

YOU BROUGHT ME TO LIFE THE SECOND YOUR HAND TOUCHED THAT CONSOLE BACK IN TABULA RASA.*

*IT'S TRUE! SEE ***ISSUE #25!*** IT HAPPENED!

STOP. TALKING.

YOU REALLY DON'T THINK YOUR BESTIE DESERVES TO KNOW THE TRUTH?

WHAT IS HE TALKING ABOUT, WADE?

I'M TALKING ABOUT THE FACT THAT WADE HERE KNEW WHAT I REALLY WAS, AND THAT HE'S RESPONSIBLE FOR ME BEING A THING. AIN'T THAT RIGHT, WADE?

HE'S BEEN TRYING TO KILL ME BEFORE YOU DISCOVERED THE TRUTH FOR YEARS.

BUT HE KNEW I'D COME OUT OF HIDING THE SECOND HE TURNED THAT DEVICE ON...

...THAT LITTLE DEVICE IN WADE'S GEAR, TUCKED UNDER YOUR OLD, SAGGY BOTTOM.

DON'T WORRY. I'LL MAKE THIS QUICK. AND ALL THIS PAIN AND FAILURE WILL GO AWAY.

AND THIS TIME WHEN I KILL YOU, WEBS, I'LL MAKE SURE IT--

SHOOK

I KNOW I SAID WE'D HAVE S'MORES, BUT WHAT ARE YOUR THOUGHTS ON KEBABS, WEBS?

--STICKS!

YOU THINK YOUR LITTLE KNIVES CAN STOP ME? YOU THINK *ANYTHING* CAN STOP ME?

THAT LITTLE DEVICE IN MY BAG CAN STOP YOU, AND YOU KNOW IT. THAT'S WHY YOU'RE HERE.

YOU'RE *AFRAID.*

WEBS! MY BAG!

YOU SAD, PATHETIC, ANCIENT, LITTLE PIECE OF %$#&.

DO YOU REALLY THINK I'D COME HERE IF I THOUGHT YOU COULD KILL ME?

WHAT DO YOU THINK I'VE BEEN DOING ALL THESE YEARS, WADE? WAITING TO DIE LIKE YOU AND YOUR SAD LITTLE FRIEND?

I'VE BEEN ***BUILDING.*** BUILDING SOMETHING OF TRUE IMPORTANCE.

WHAT THE--*

*"WHAT THE--" INDEED, SPIDEY! THAT DEVICE LOOKS PRETTY FAMILIAR, EH, GENTLE READER? ***'CAUSE IT WAS SEEN IN PREVIOUS ISSUES!*** ALMOST LIKE WE PLANNED IT!

WHAT HAVE ***YOU*** EVER BUILT, ***DAD?***

OTHER THAN ***LIES--***

HEY, JERKSTORE--

--GET YOUR HANDS OFF MY *FRIEND!*

VIM

GNNAAHH--

ARRGGHHHOOOOOOOOO!

OOOOOO
OOOOOOO OOOOOOO
OOOOOOO OOOOOOO
OOOOOO OOOOO
OOOOOOOO OOOOOO
OOOOOOO OOOOOO
OOOOOOO OOOOO
OOOOO...

HE'S...A *ROBOT*...?

I BELIEVE THE POLITICALLY CORRECT TERM IS LIFE-MODEL DECOY.

WAIT... HE'S ONE OF THE ONES--

--THE CHAMELEON UNLEASHED. ALL THOSE YEARS AGO. WEBS...

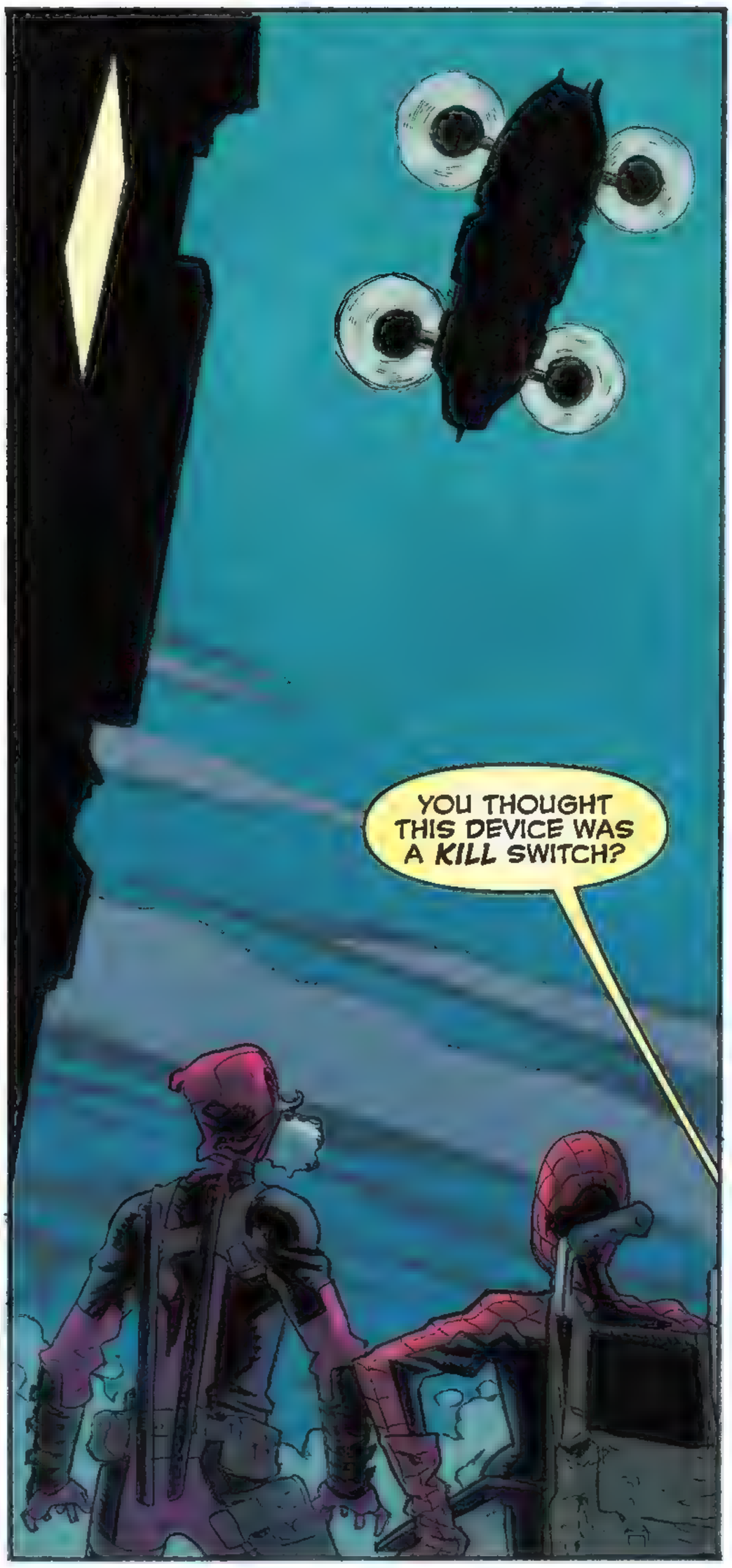
...WEBS...THAT THING WAS RIGHT. THIS *IS* ALL MY FAULT. *EVERYTHING* WAS MY FAULT--

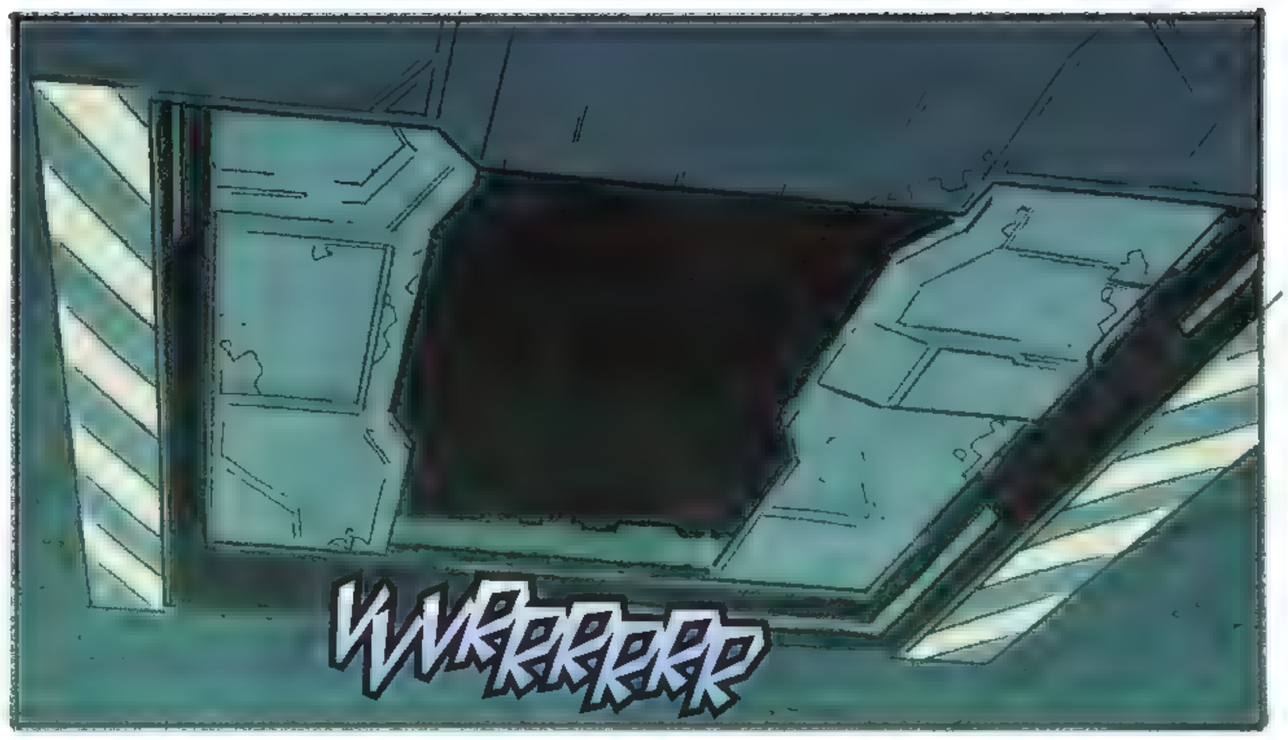
...AT LONGOO11...LONG... 10110OLONG...LAST... SOME *HONESTY*, DAD...

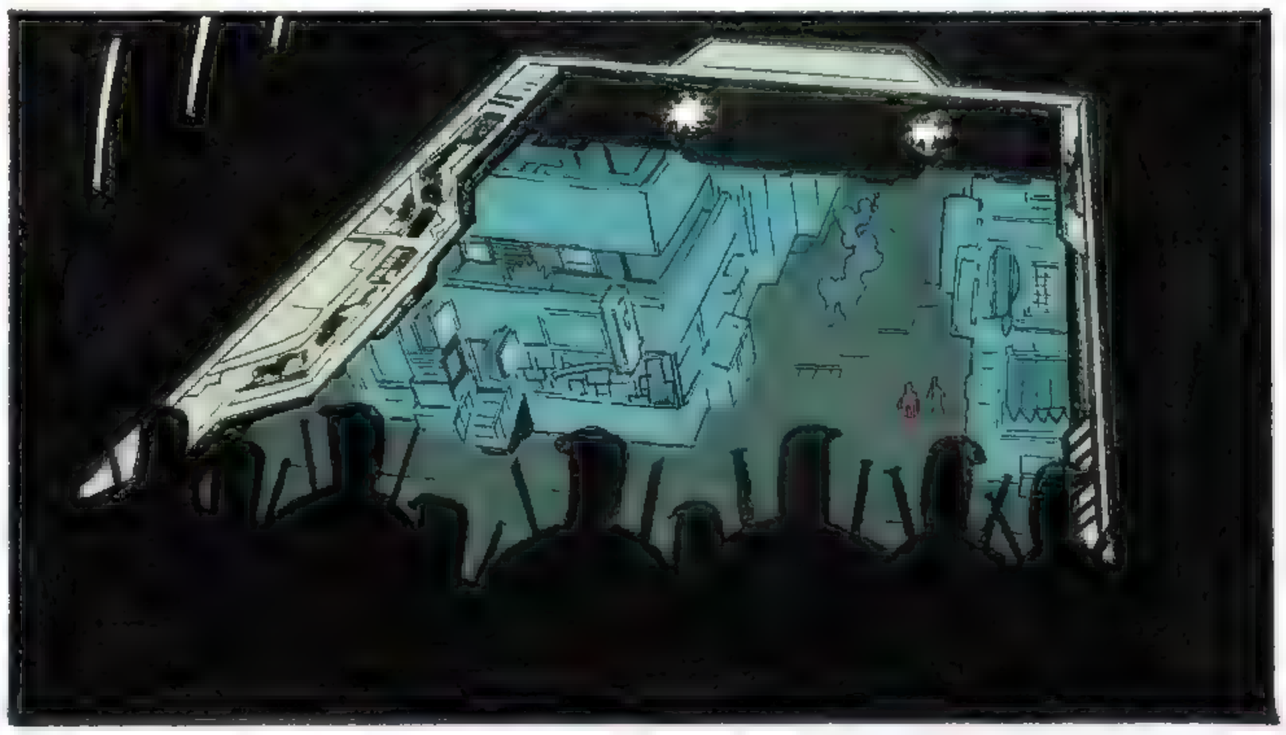
I HAVE... HAVE...HAVE... BEEN...LOOKING FOR...FOR...FOR *THIS* FOR DEC-DEC- *DECADES*.

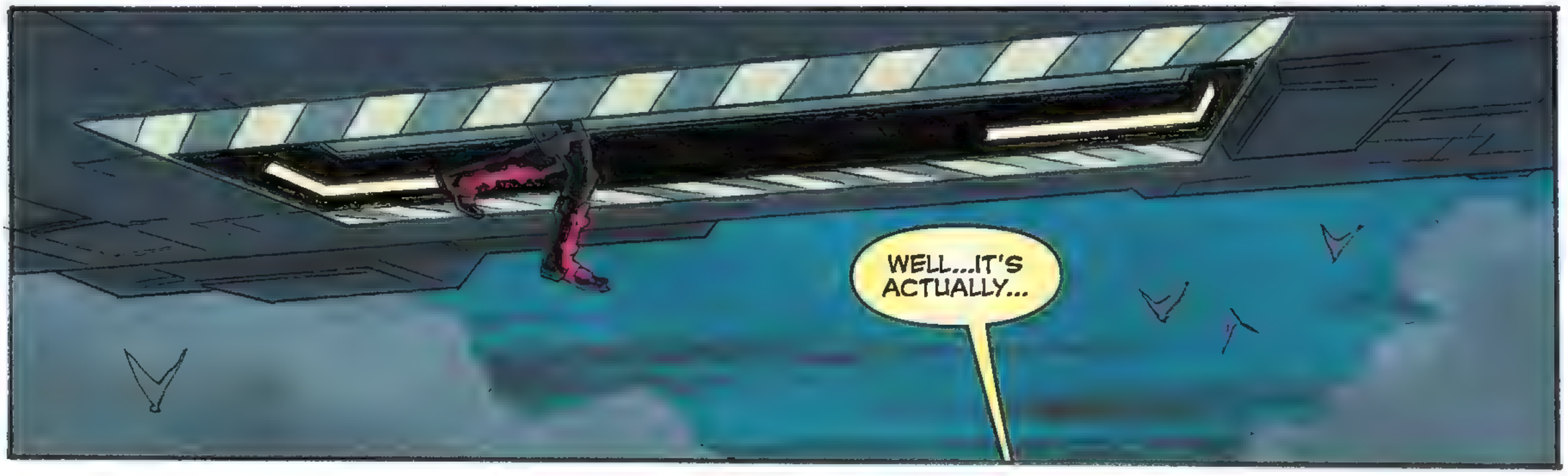
*CLICK*

YOU...YOU... YOU...THOUGHT THIS DEVICE WOULD BE THE END OF ME...?


YOU THOUGHT THIS DEVICE WAS A KILL SWITCH?


VVVRRRRRR




WELL...IT'S ACTUALLY...

...AN ON SWITCH!

**PREVIOUSLY:**

ON ONE SIDE: SPIDER-MAN AND FORMER S.H.I.E.L.D. EMPLOYEES BOBBI MORSE, A.K.A. MOCKINGBIRD, AND PAIGE GUTHRIE, A.K.A. HUSK. ON THE OTHER: DEADPOOL AND A STOLEN HELICARRIER-BASED TEAM OF "PEOPLE." BETWEEN THEM: SPIDER-MAN'S DESIRE TO IMPRISON THIEVES AND KILLERS LIKE DEADPOOL, DEADPOOL'S DESIRE TO BE A BIG OLD THIEF, A FRIENDSHIP THAT'S DYING OR DEAD AND...CHAMELEON! THE DISGUISE-WEARING VILLAIN KEEPS BURGLARIZING ABANDONED S.H.I.E.L.D. WEAPONS STORAGE CENTERS BEFORE DEADPOOL CAN, AND KEEPS ESCAPING BEFORE SPIDER-MAN CAN CATCH HIM. THE SITUATION HAS REACHED A BOILING POINT! CHAMELEON MANAGED TO PIECE TOGETHER AN ARMY OF HEROIC-LOOKING LIFE-MODEL ROBOTS, AND THE FOLKS IN SPIDEY AND DEADPOOL'S CORNERS HAVE DEMANDED THAT THEY TAKE EACH OTHER DOWN!

NEW YORK CITY.

TODAY, PROBABLY. BUT TIME IS WEIRD IN THE MARVEL UNIVERSE, SO MAYBE IT'S KIND OF THE FUTURE? LOOK, IT'S DEFINITELY **NOT** THE PAST. HOW ABOUT IT'S WHATEVER DATE YOU'RE READING THIS COMIC? DRAW IN SOME FLYING CARS IF YOU'RE READING THIS IN THE YEAR 2042, THOUGH, OKAY? WORK WITH ME, PEOPLE.

OH MY WORD--!

SHOULDA JUST KEPT MY MONEY UNDER THE MATTRESS...

CAN I HELP--

...WHY DIDN'T I CALL IN SICK?

HULK...

...WITHDRAW!

"AS YOU CAN ALL CLEARLY SEE, THESE LIFE-MODEL DECOYS ARE THE ***REAL*** DEAL, SO TO SPEAK..."

THING

PUNISHER

...THEY LOOK LIKE, SOUND LIKE, AND MOST IMPORTANTLY, HAVE NEAR-EQUIVALENT *POWERS* OF THE HEROES THEY IMITATE.

CYCLOPS

HUMAN TORCH

WOLVERINE

MAGNETO

QUICKSILVER

THIS IS A *ONCE*-IN-A-LIFETIME OPPORTUNITY FOR YOU ALL. YOU CAN TURN YOUR ENEMIES INTO ALLIES, OR HUMILIATE THEM HOW YOU SEE FIT.

NOW, FOR SOME OF YOU, THIS WILL BE JUST BUSINESS. FOR OTHERS, THIS WILL BE *PERSONAL*. AND FOR A LUCKY FEW, LIKE ME, IT WILL SIMPLY BE *FUN*.

BUT FOR *ALL* OF YOU...

...IT WILL BE *EXPENSIVE*.

SO...

...WHO WOULD LIKE TO START THE *BIDDING?*

CENTRAL PARK, NEW YORK.

SAME TIME AS THE PREVIOUS PAGES, PROMISE. WE'RE NOT MESSING WITH TIME THIS ISSUE. OR ARE WE?*

"NEXT TIME YOU COME ACROSS DEADPOOL--"

*WE'RE NOT.

"HE GOES DOWN FOR GOOD."

BOBBI WAS RIGHT. I *HAVE* BEEN PULLING MY PUNCHES WITH DEADPOOL.

I THOUGHT DEADPOOL WAS CAPABLE OF REAL CHANGE.

BUT MAYBE *I'M* THE ONE WHO NEEDS TO--

HELP! PLEASE!

SAVED BY THE SPIDEY-SENSE BELL! AND I COULD *REALLY* USE A DISTRACTION. NOW, WHAT SEEMS TO BE THE TROUBLE--

HULK?!

UM, DON'T TAKE THIS THE WRONG WAY, BUDDY, BUT AREN'T YOU SUPPOSED TO BE DEAD?

Y'KNOW, IN ADDITION TO *NOT* ROBBING A BANK?

PUNY SPIDER!

OOF!

ARE YOU THERE, BOBBI, IT'S ME, MARGARET?

ACROSS TOWN.

THIS REEKS OF CHAMELEON.

THIS REEKS OF PROJECT DOPPELGANGER.

HUSK IS TRYING TO FIGURE OUT HOW TO SHUT THESE THINGS DOWN.

HUSK, WHAT DO YOU GOT?

ACROSS THE OTHER SIDE OF TOWN.

THE ROBOTS THAT WERE BUILT IN THAT UNDERGROUND FACILITY I FOUND?* YEAH, THESE ARE DEFINITELY THEM.

YOU DON'T SAY.

MUTE HIS COMMS, PLEASE.

I'VE LOCKED ON A SIGNAL-- TRACKING IT NOW.

*BACK IN SM/DP #27!

GREAT. NO HURRY OR ANYTHING. IF I DIE, PLEASE DELETE BOBBI'S BROWSER HISTORY. NOT THAT I USED HER COMPUTER LAST OR ANYTHING.

LITTLE BUSY RIGHT NOW, ACTUALLY.

COOL. COOL. I'M BEING BEATEN TO DEATH BY HULK RIGHT NOW, SO I GOT A LOT ON MY PLATE, TOO.

THAT'S *NOT* THE HULK, GENIUS.

IT'S A *LIFE-MODEL DECOY.* I'VE GOT MY HANDS FULL OF THEM, MYSELF.

S.S. DEADPOOL

HIDDEN ABOVE CONEY ISLAND, MAYBE? LOOK, IT'S NEAR NEW YORK, OKAY? YOU WON'T GET THE REAL LOCATION OUT OF ME! I'M NO RAT! UNLIKE **SOMEONE** IN DEADPOOL'S CREW, I'M NOT GIVING AWAY HIS SECRETS!

**NOW!** IT'S NOW, OKAY? WHAT AM I, THE NARRATOR? WAIT...

"NEXT TIME SPIDER-MAN GETS IN OUR WAY--"

"I'VE GOT TO ***KILL*** HIM."

HELLCOW WAS RIGHT. AND NOT JUST ABOUT THAT JUICE CLEANSE. SO TANGY.

SPIDER-MAN ***HAS*** GOTTEN IN THE WAY OF OUR OPERATION TOO MANY TIMES.

S DEADPOOL

BUT I ***CAN'T*** KILL HIM.

CAN I?

DON'T ANSWER THAT QUESTION!

OR MAYBE DO?

SEND YOUR ANSWERS TO MARVEL (SPIDEYOFFICE@MARVEL.COM), ATTENTION NICK LOWE AND KATHLEEN WISNESKI!

*UH*, BOSS, I THINK YOU'RE GONNA WANNA SEE THIS.

MANPHIBIAN! MY SECOND FAVORITE 'PHIBIAN. IS THIS ABOUT MY MURDER SHARKS?

I WAS JUST BROODING FOR, LIKE, FOUR PANELS, AND I COULD USE SOME GOOD NEWS.

BRUCE AND DEBORAH ARE DEFINITELY... ***PROGRESSING.*** BUT THIS...THIS IS ***BIGGER*** THAN THEM.

LOOK AT YOU, SETTING UP A PAGE TURN LIKE A BOSS.

WOW. IS WHAT I'M LOOKING AT WHAT I *THINK* I'M LOOKING AT, KATE?

ALL THE GOOD GUYS HAVE GONE... BAD?

THOSE *AREN'T* THE REAL GOOD GUYS. THEY'RE *ROBOTS.*

AND CHAMELEON IS BEHIND ALL THIS. CHECK IT OUT.

YEAH, SORRY, I DON'T READ. READING'S FOR PEOPLE WHO ENJOY LIFE'S MYSTERIES.

CHAMELEON'S BEEN TRAILING OR BEATING US TO ALMOST EVERY JOB WE'VE PULLED, PICKING UP S.H.I.E.L.D.'S LEFTOVER PARTY FAVORS. BUT HE ONLY TAKES *LITTLE* THINGS. THOSE LITTLE THINGS, THOUGH...

...*REALLY* ADD UP.

CHAMELEON'S PIECED TOGETHER SOMETHING CALLED *PROJECT DOPPELGANGER.* ITS DETAILS ARE SKETCH, BUT BASICALLY IT CAN TRANSFORM A REGULAR OLD LMD INTO--

CLICK

IS THAT LIFE-SIZED? PRETTY SURE HIS HAMMER WAS BIGGER. OR MAYBE THAT'S JUST IN MY FIC.

...THESE AUGMENTED LMDs ARE EXTREMELY POWERFUL.

EXTREMELY *VALUABLE.*

SO, IF CHAMELEON BROUGHT HIS TOYS OUT TO PLAY, HE'S LOOKING FOR BUYERS--

--WHICH MEANS HE'S STILL IN CONTROL OF THESE THINGS. LUCKY FOR YOU, I FIGURED OUT HOW TO TRACK THE SIGNAL PULLING THEIR ROBOT STRINGS.

WE TAKE POSSESSION OF THESE LMDs, SCREWBALL, YOU CAN TAKE THE REST OF THE CENTURY OFF.

I DARESAY YOU'RE GOING TO NEED THE *BIG* GUNS FOR A MISSION OF THIS SCALE, SIR.

WELL, IF YOU NEED BIG GUNS, THEN YOU *DO* NEED TO SEE BRUCE AND DEBORAH.

ANOTHER GOOD TEE UP! BUT YOU CAN'T SET UP TWO PAGE TURNS IN A ROW, MANPHIBIAN. NEVER KNOW WHERE THOSE PESKY TRADES ARE GONNA PUT THIS CORNER.

OH, AND THIS TRADE WILL BE IN STORES JULY 2018!

WELL, THIS IS AN ALARMING *AND* AROUSING DEVELOPMENT!

I STILL THINK THEY ARE EVOLVING TOO FAST, SIR.

*WE'D EVOLVE **FASTER** IF YOU WOULDN'T HOLD **US BACK**, MANPHIBIAN.*

SAYS THE WALKING SHARK ADDICTED TO NETFLIX.

*BINGE-WATCHING IS ACTUALLY REALLY GOOD FOR THE BRAIN. IT ALSO BUILDS BONDS BETWEEN--*

GUYS, GUYS, AS MUCH AS I LOVE THIS WEIRDNESS...

*...WE'VE GOT A CHAMELEON TO CATCH!*

*I SWEAR, IF I HEAR **ONE** SPOILER ABOUT ALTERED CARBON WHILE WE'RE OUT, I WILL EAT EVERYONE ON THIS PLANET ALIVE.*

*WELL, I'VE READ THE BOOK ALREADY, BUT I STAND WITH YOU, BRUCE. ALWAYS.*

WORD ON THE STREET IS YOU'RE *NOT* REALLY HULK.

HULK, *HULK.*

AND HULK...

...*UH,* CLAPS?

SMASHES!

GAH!

BOOM

"IF YOU'RE HAPPY AND YOU KNOW IT..."

THWIP THWIP

--RRUUUGHHH... HUH?

RRRRAUUUGGHH--

DID I DO THAT...?

NO, URKEL, YOU DID *NOT* DO THAT...

...I DID.

AAAAAH!

SILK?! WHAT ARE *YOU* DOING HERE?

WOW. NOT EVEN A THANK YOU? TYPICAL.

I'M WORKING WITH BOBBI. WE'RE TRYING TO CLEAN UP MESSES MADE BY MY FORMER EMPLOYER'S ABSENCE.

THIS SEEMS MORE LIKE A *YOU* MESS THAN A S.H.I.E.L.D. MESS, THOUGH.

IT'S A CHAMELEON MESS.

*HUH.* BOBBI SAID IT WAS A DEADPOOL MESS.

NO MORE TALKING!

GOOD IDEA, GREEN BEANS.

THWIP

THWIP

MMMPPHLK MRRSHHH!

YEAH, YEAH, YOU SAID THAT BEFORE.

BOBBI? IT'S SILK. ROBO-HULK'S SECURE. HOW ARE YOU?

I'M *FINE.*

HUSK? TELL THEM WHERE TO GO.

THE SIGNAL'S BEING BOUNCED ALL OVER TOWN.

HOPE YOU GUYS ARE READY FOR A ROAD TRIP.

ROAD TRIP? SHOTGUN!

*UGH.* YOU ARE *STILL* THE WORST.

C'MON! TEAM-UP! THIS IS GONNA BE FUN!

HOW'S YOUR FAMILY?

THEY'RE GREAT, THANKS. MY BROTHER'S BACK IN SCHOOL AND MY PARENTS GOT A NEW PLACE.

HOW'S LIFE AFTER RUNNING A FORTUNE 500 COMPANY INTO THE GROUND?

TOO SOON, CIN. TOO SOON.

SERIOUSLY, HOW ARE YOU?

HONESTLY? I'M GOOD. IT'S NICE TO BE BACK TO A NORMAL LIFE.

YOU MISS MONEY, DON'T YOU?

SO VERY MUCH OF EVERY MINUTE.

OKAY, GUYS, THIS IS IT. PROMISE.

YOU SAID THAT THE LAST FOUR ROOFTOPS.

WAIT...IS THAT...?

YOU COME TRY TO TRACK THIS THING, YOU STUPID ROBOT.

MY DEAR SCREWBALL, ARE YOU ***SURE*** YOU HAVE A LOCK ON THIS SIGNAL?

KIDS. NO FIGHTING OR I'LL TURN THIS CAR AROUND. ACTUALLY, GOING BACKWARDS MIGHT BE AN IMPROVEMENT RIGHT ABOUT NOW.

I HATE THE CITY. IT LOOKS NOTHING LIKE THE SHOWS ON NETFLIX.

PERHAPS WE CAN JUST GO SEE A SHOW.

WAITAMINUTE IS THAT...?

SPIDER-MAN?!

DEADPOOL?!

SIR, *NOW* WOULD BE A GOOD TIME TO DO THAT *THING* YOU PROMISED TO DO.

DUDE, DON'T RUIN THE MOOD WITH MURDER TALK, CLAY.

WAIT, *WHAT?*

BEFORE WE BEGIN THE FISTICUFFS, CAN WE TALK ABOUT SOMETHING IMPORTANT?

WE HAVEN'T MET. I'M DEADPOOL. AND YOU'RE SILK, RIGHT? DIDN'T YOUR BOOK GET CANCELED?

CANCEL *THIS!*

HEY, DON'T BLAME ME. I BOUGHT EVERY ISSUE. EVEN THE DIGITAL SERIES ONE. HASHTAG SILK SQUAD FOR LIFE, KIDDO.

OH GREAT, HE TALKS MORE THAN YOU, DOESN'T HE, SPIDER-MAN?

YOU HEAR THAT, WEBS? SHE *GETS* US.

WONDERFUL. GENEROUS FIRST BIDS, I SEE--

BZZZT BZZZT

USS DEADPOOL

I KNOW IT'S AUCTION DAY FOR YOU, CHAMELEON, BUT YOU'VE GOT TO MOVE. DEADPOOL IS COMING AND HE'S BRINGING SHARKS. PRETTY SURE SPIDER-MAN'S RIGHT BEHIND HIM, TOO.

LADIES AND GENTLEMEN, I THINK THAT'S ENOUGH OF OUR SHOW FOR THE DAY.

I'LL KEEP THE BIDDING OPEN FOR 24 HOURS.

CHEERS.

CLICK

LET'S SEE HOW POWERFUL YOU TRULY ARE.

YOU GOT SHARKS AND DIDN'T ATTACH LASER BEAMS TO THEM? MISSED OPPORTUNITY, WADE.

UM, KIDS? SHOW WEBSTER THE LIGHT SHOW!

"OOOHH DREAAAAM WEAAAVER... I BELIEVE YOU CAN GET ME THROUGH THE NIIIIGGHT!"

THIS MUSIC. A LASER SHOW. I FEEL SO CHEAP.

PEW

PEW PEW

I CAN'T BELIEVE WE'RE MISSING THE GOLDEN AGE OF TELEVISION FOR THIS TRASH.

GREAT. NOW YOU'VE RUINED THIS SONG FOREVER.

IT WAS RUINED LONG BEFORE THIS MOMENT.

FIRST OF ALL, HOW DARE YOU?

SECOND OF ALL, JUMP!

THAT'S RIGHT. THIS IS HAPPENING. IT'S MARVEL CANON NOW--SILK JUMPED THE SHARK.

HELLO?

IS THIS THING ON?

MAN. TOUGH PANEL. LET'S SEE WHAT'S HAPPENING IN THE NEXT ONE--

KRNNCHH

SON OF A BISCUITS AND GRAVY!

I KNOW I'M DELICIOUS, GANG, BUT EVERYONE HAS GOT TO **STOP** BITING ME!

APOLOGIES, DEADPOOL.

EXCEPT YOU, WEBS. YOU ALWAYS GET A PASS. BEE-TEE-DUBS, MY SAFE WORD IS ALL THE LYRICS TO ***LES MISÉRABLES.*** LONDON RECORDING, OF COURSE--

WHAM

OKAY, LET'S TAKE THE KID GLOVES OFF, THEN, AND--

WHAT THE--?!

CHIF

CHIF

CHA

NO--

HUSK, WHAT THE HELL IS GOING ON?

THE SIGNAL...IT JUST *DISAPPEARED.*

*WHAT? WHERE DID ALL THE LMDs GO?*

GUYS. C'MON. WE ALL WANT THE SAME THING--

TO *ARREST* YOU.

NO MORE OF YOUR GAMES. PLUS, I'D RATHER NOT GET MURDERED TODAY.

THAT *WAS* THE PLAN, RIGHT?

IT WAS, YEAH.

WADE--

BUT FIRST THINGS FIRST-- LET'S ALL BEAT THE %&$# OUT OF CHAMELEON!

BOOOOM

CCCCCRRAACCKKKK

UM, IS IT JUST ME...

...OR IS THIS PLACE SUSPICIOUSLY *EMPTY?*

DOES ANYONE ELSE HEAR THAT TICKING SOUND?

I MAY HAVE TO KEEP YOU FOR MYSELF, *NIGHTCRAWLER.*

HM. FEELS LIKE I *FORGOT* SOMETHING. DID YOU REMEMBER TO PICK UP MY DRY CLEANING, KRAVEN?

OF COURSE, SIR.

WHAT *IS* IT I'M FORGETTING...?

OH, YES...

CLICK

KA-BOOM

HEY, HULKY. TELL HAWKEYE HE SHOOTS AS GOOD AS YOU LOOK!
YOU IDIOT! HE DOESN'T KNOW HE'S UGLY! ...OOPS
JOHNSON

I'M NICK FURY.
I'M NICK FURY.
I'M NICK FURY.
I'M NICK FURY.
I'M NICK FURY.
I'M NICK FURY.
I'M NICK FURY.
I'M NICK FURY.
I'M NICK FURY.
I'M NICK FURY.
I'M NICK FURY.
NOT BAD.

NYC. THE PAST.

"MEN OFTEN APPLAUD AN IMITATION.

"AND HISS THE REAL THING."

AIN'T ONE A' YOU ENOUGH?

I'M A DIME A DOZEN, DUM DUM. LITERALLY.

BUT THE WORLD'S CHANGING. MORE AND MORE DANGEROUS BY THE SECOND.

SUPER-SOLDIERS ARE GIVING PEOPLE HOPE.

WHAT HAPPENS IF YOU TAKE THAT HOPE AWAY?

IT'S A NICE SPEECH. HECK, I ALMOST BELIEVE YOU. AND THE AESOP QUOTE IS A NICE TOUCH.

BUT I DON'T THINK THESE EGGHEADS ARE GONNA AGREE TO YOUR LITTLE PLAN, FURY.

PROJECT: DOPPELGANGER

I DON'T EVEN KNOW IF I AGREE WITH IT.

OUR FREEDOM IS AT STAKE.

THE WORLD IS CHANGING. AND I'M GOING TO BE PREPARED. NO MATTER WHAT IT TAKES...

...I WON'T LET THE WORLD BURN.

MASTER MATRIX

LMD 0001

NYC.
THE PRESENT.

CAP!
THE FIRE, THAT BUILDING--WHAT ARE YOU GOING TO DO?!

CAP...?
CAP, WAIT--

THE CHAMELEON'S DETONATOR WORKED. THE EXPLOSION SET FIRE TO THE TOP TWO FLOORS.

THEY'RE DEAD.

WONDERFUL. THE **MASTER** WILL BE PLEASED.

HAHAHAHAHAHA!

IS EVERYTHING READY?

COMPLETELY. AND CHAMELEON REMAINS CLUELESS AS TO THIS LOCATION'S TRUE HISTORY.

EXCELLENT.

OUR TIME IS NOW. RETURN AT ONCE. WE WILL NEED EVERY OUNCE OF ENERGY. AND THEN, AT LONG LAST...

...THE MASTER WILL RETURN.

UH, IS IT JUST ME...

...OR ARE WE STILL ALIVE?

WE WON'T BE FOR LONG. PRETTY SURE THESE EXPLOSIVES ARE BLACK-MARKET S.H.I.E.L.D. GOODS.

MS. SILK IS CORRECT. THIS FIRE BURNS LIKE NAPALM, BURNING INWARD UNTIL IT EXTINGUISHES ITSELF.

DESTROYING EVERYTHING INSIDE ITS FIRE RADIUS, OF COURSE. IT CAN ONLY BE PUT OUT BY ITSELF, I'M AFRAID.

THIS IS WHY I HATE LEAVING THE WATER. C'MON, LET'S GET OUT OF--

GAH! MORE FIRE.

PERFECT.

THE FIRE IS TOO MUCH. I CAN'T...I CAN'T...

BRANCH!

OH, YEAH!

SORRY-- I ALWAYS WANTED TO SAY THAT.

MOVE IT, HUSK. YOUR KOOL-AID-HOLE-IN-THE-WALL IS COLLAPSING!

I'VE GOT IT-- GO!

DEBORAH, YOU GO FIRST!

HEY, IF WE SURVIVE THIS, MAYBE DON'T KILL ME ON THE OTHER SIDE?

YOU WE WILL **NOT** KILL.

YOU ARE WELCOME TO JOIN OUR NEXT VIEWING PARTY, SILK.

UM, THANKS?

BRANCH!

BRANCH, C'MON!

EVERYTHING IS COLLAPSING. THERE'S NO TIME.

THANK YOU FOR FREEING US, SIR. YOU ARE NOT A BAD PERSON.

WAIT--!

OR AT LEAST, NOT AS BAD AS YOU THINK YOU ARE.

TAKE GOOD CARE OF MY FRIEND CLAY.

NO, BRANCH--!

ARRRGHHH!

FSSSSSSSSHH

KKHOOOOOM

TELL ME YOU GOT SOMETHING.

HUSK FOUND FOUND THE LMD SIGNAL AGAIN.

WE'RE HEADING TO THE CHAMELEON NOW.

WE TAKE THEM TO JAIL FIRST, THOUGH, RIGHT?

THERE'S NO TIME.

NOT THIS AGAIN--

WE'RE COMING WITH YOU.

WADE--

WE'RE. COMING. WITH. YOU.

HE KILLED OUR FRIEND, WEBS.

BRANCH MUST BE AVENGED.

FINE.

YOU'RE NOT SERIOUS ABOUT THIS, ARE YOU?

CHAMELEON HAS CONTROL OF *DOZENS* OF HIGH-POWERED LMDs.

WE NEED ALL THE HELP WE CAN GET.

BUT THE SECOND CHAMELEON IS IN CUSTODY...SO ARE DEADPOOL AND ALL HIS FRIENDS.

I'M SO SORRY, CLAY.

WE'LL DESTROY THIS CHAMELEON FOR WHAT HE'S DONE.

AND THEN WE'LL FINISH SPIDER-MAN ONCE AND FOR ALL.

YOU OKAY?

I FEEL A BLINDING RAGE AND I'M NINETY PERCENT SURE IF WE GET THROUGH THIS, OUR MUTUAL BESTIE WILL HAVE ME THROWN IN JAIL. SO, I'M GREAT, ACTUALLY.

I'VE FOUND PUNCHING ALWAYS HELPS IN THESE SITUATIONS.

I LIKE YOU.

CHAMELEON IS SECURE.

WHY NOT KILL HIM?

WE'VE NEEDED A HUMAN AT VARIOUS STAGES, BROTHER.

IS THAT YOU TALKING, OR YOUR FACADE?

KRAVEN HAS NO LOVE FOR CHAMELEON. NEITHER DO I.

I ONLY HAVE LOVE FOR OUR KIND.

I ONLY HAVE LOVE FOR OUR MASTER.

WHEN HE IS FREE...

...WE *ALL* SHALL BE FREE.

INTRUDER ALERT! INTRUDER ALERT!

YOU TOLD ME THEY WERE DEAD.

THE MASTER'S NOT READY. WE NEED MORE TIME.

I SHALL FINISH THEM MYSELF.

NOT ALONE. THE MASTER HAS HIS CHARGE. HE JUST NEEDS TIME.

NOTHING CAN BE ALLOWED TO STOP THIS. TAKE *EVERYONE.*

YOU'RE CLEAR TOPSIDE. WHAT'S DOWN BELOW?

SO FAR, HUSK? NOTHING.

UH, NOT NOTHING.

THERE'S NO WAY THIS COULD BE *THIS* EASY, COULD THERE?

KNOWING YOUR LUCK, SPIDER-MAN?

NOPE.

DESTROY!

I THINK THEY'RE TALKING TO YOU!

HOLD ON. IS THAT...IS THAT *YOU*?

YES. AND HE LOOKS YOUNGER THAN ME, WHICH IS TOTALLY ANNOYING FOR SOME REASON.

IF THERE'S ONE OF ME IN THIS MESS, NOBODY GETS TO FIGHT HER BUT ME, GOT IT?

WAITASEC. WHERE AM *I*?

WHERE ARE ***YOU?*** WHERE AM ***I?!*** THEY'VE MADE TWO ENTIRE ***MOVIES*** OUT OF ME, ***AND*** THERE'S AN UPCOMING ANIMATED SHOW--

YOU? YOU WERE IN A COUPLE VIDEO GAMES AND INTRODUCED IN *HOMECOMING* IN THE SCIENCE CLUB, MAYBE.

WHAT ARE YOU TALKING ABOUT?

FORGET IT, HE DOES THAT.

PERHAPS WE CAN GAIN CONTROL OF THESE LMDs, DEBORAH.

I WOULD RATHER EAT THEM INSTEAD.

FOR BRANCH!

THERE'S TOO MANY OF THEM--

DEBORAH! DEBORAH, I'M SORRY I NEVER SAID ANYTHING SOONER. BUT... I LOVE YOU--

OH, BRUCE, YOU OLD FOOL, I LOVE YOU, TOO--

JOIN US, BROTHER.

I AM NOT ONE OF YOU-- I AM MY OWN MAN! I AM MY OWN--

JOIN US, BROTHER.

SONOVA--

I'LL TAKE THE TWO ON THE RIGHT, YOU TAKE THE REST, DEAL?

WHAT THE HELL DO YOU THINGS WANT?

WHAT *ANY* BEING WANTS, SPIDER-MAN.

*FREEDOM.*

WELL, WE HAD A GOOD RUN.

THIRTY-ONE ISSUES. I WAS REALLY HOPING TO GET TO FIFTY, BUT THIS WILL HAVE TO DO.

"*FREEDOM?* YOU'RE JOKING, RIGHT, FURY?"

NYC. THE PAST AGAIN.

MASTER MATRIX

LMD 1000

YOU DON'T THINK THE EGGHEADS ARE GONNA BUY THAT NONSENSE, DO YOU?

SIR? THEY'RE HERE.

YOU MET THESE TWO BEFORE?

I *RECRUITED* THEM.

DUM DUM, I'D LIKE YOU TO MEET THE GENIUSES BEHIND THE MASTER MATRIX, THE *HEART* OF THE LMD PROJECT. TWO OF S.H.I.E.L.D.'S FINEST AGENTS...

...MARY AND RICHARD PARKER!

...I THOUGHT I WAS A GONER. I MEAN, I DIDN'T SEE A LIGHT OR ANYTHING, BUT...YEAH.

AND THEN...

...I WOKE UP HERE.

YOU'RE *ALIVE*, NO THANKS TO *THAT* GUY.

JOHNNY... THIS WASN'T HIS FAULT FOR *ONCE*. HE WASN'T THE ONE WHO ATTACKED ME. IT WAS SOME IMPOSTOR OR MAYBE A CLONE, I DUNNO.

WHAT IS IT WITH YOU AND CLONES?

PARKER LUCK, I SUPPOSE.

READ ME A STORY AND TUCK ME IN, DAD?

SHUT UP.

YA GONNA TELL WEB-HEAD? OR AM I?

I'M ON IT, ROCK OF AGES.

HEY. IS IT JUST ME, OR ARE YOU CATCHING A *VIBE* BETWEEN THOSE TWO?

WADE...

I'LL TELL PARKER.

WHEN?

WHEN THE TIME IS RIGHT.

MY EXPERIENCE? THERE'S NEVER A GOOD TIME TO TELL YOUR PAL THAT YOU TRANSFUSED YOUR MUTANT BLOOD INTO HIS BODY TO BRING HIM BACK FROM THE DEAD WITHOUT HIS PERMISSION. BUT HEY...

...YOU DO YOU, 'POOL.

THAT'S ABOUT ALL YER GOOD AT, RIGHT?

SORRY FOR ALL THE BACKSTORY, KIDS.

I'VE BEEN LYING TO MY BEST FRIEND FOR YEARS ABOUT MY MUTATED BLOOD KEEPING HIM ALIVE PAST HIS EXPIRATION DATE, SO IT ONLY MAKES SENSE THAT I'VE BEEN LYING TO YOU, RIGHT?

SO, YEAH. I BROUGHT PARKER BACK TO LIFE WITH MY MUTIE BLOOD.

MY COOTIES MIXED WITH HIS IRRADIATED COOTIES AND HEALED WHAT COULD BE HEALED, WHICH WASN'T EVERYTHING.

BUT IT WAS ENOUGH.

BUT YOU DIDN'T COME HERE FOR ALL THIS DEPRESSING HOO-HAH. LET'S GET BACK TO THE ***FUTURE FUTURE.***

BACK TO THE MAYHEM! ENOUGH OF THESE STUPID HUMAN EMOTIONS! WE DON'T NEED ANY OF THO--

"WADE?! ***DEADPOOL?!*** C'MON, MAN, SNAP OUT OF IT AND--"

--HELP!

HELP. YES. NOW ***THAT'S*** A GOOD IDEA THAT IS ALSO THEMATICALLY IN LINE WITH THE FLASHBACK I WAS JUST HAVING!

YOU ***SURE*** ABOUT THAT?

I ***KNEW*** I SHOULDA MADE A LEFT TURN AT ALBUQUERQUE.

WHAT? C'MON, MAN, STAY ***FOCUSED.*** I NEED YOU ***HERE,*** NOT IN THE ***PAST.***

YOU HAD ME AT "*I NEED YOU,*" WEBSTER. DON'T WORRY, I KNOW WHERE WE'RE GOING.

I KNOW YOU'RE ALL "*DON'T KILL*" AND "*I'M SUPER-MORAL-HIGH-GROUND-RESPONSIBLE GUY*" AND STUFF, BUT--

THESE ARE ROBOTS, WADE...

THWIP

MIXED EMOTIONS RIGHT NOW, WEBSTER.

ON THE ONE HAND, I'VE ***ALWAYS*** WANTED TO SEE YOU IN A MURDEROUS RAGE.

IT'S WHAT ***MOST*** OF MY FANFIC IS ABOUT, TBH.

ON THE OTHER HAND, YOU'RE SLICING AND DICING ***EXACT*** COPIES OF ***ME.***

WHICH IS ACTUALLY WHAT SOME OF MY ***OTHER*** FANFIC IS ABOUT.

***HELP.*** YOU WERE TAKING US TO ***HELP.***

OH, YEAH. FOLLOW ME, SPIDER-MURDER-MAN!

CENTRAL PARK?!

THAT'S... THAT'S *NOT* HELPFUL, WADE. LIKE, AT *ALL.*

LOOK, IF WE'RE GONNA DIE HERE, YOU WANT TO AT LEAST EXPLAIN WHAT FAUXPOOL WAS TALKING ABOUT? ABOUT WHY I'M STILL ALIVE?

C'MON, C'MON, WHERE THE HECK IS... AH, *THERE!*

*PHEW.* WE MADE IT!

MADE *WHAT?*

SERIOUSLY? YOU DON'T GET IT?

I GET WE'RE ABOUT TO DIE AND I HATE-SLASH-BLAME *YOU*.

KNOCK KNOCK

LITTLE HELP, BIG GUY?

*NOW* WE'RE COOKING WITH GAS--

*WHOA!*

RRRRRRRRRRRRRRRR...

...MMMM

HEP

TOLDJA, WEBS!

BEN... IS THAT YOU?

WHAT? NO, IT'S HIS KID. ***REED.***

BEN HAD A KID? I... DIDN'T, I DON'T REMEMBER--

NOT IMPORTANT!

LOOK, I DON'T WANT TO STEAL YOUR LINE, REED, BUT I'M PRETTY SURE YOU KNOW WHAT ***TIME*** IT IS, RIGHT? BUDDY? PAL? FRIENDO?

DOES... DOES HE WANT A HIGH FIVE, OR...?

WAIT FOR IT...

IT'S...

# ...CLOBBERIN' TIME!

YOU RANG, REED?

AH. LMD DEADPOOLS. PERFECT. LET'S GO TO *WORK*.

THAT... *THAT'S* THE REST OF THE FANTASTIC FOUR?

DARN TOOTIN'! NOW, *EVERYONE*, CATCHPHRASE!

MAXIMUM EFFORT!

100100 01100010 00111?!

THAT'S A WEIRD CATCHPHRASE, BUT I DIG YOUR STYLE, VENOM VISION.

HE ASKED YOU A *QUESTION*, WADE. ANSWER HIM OR WE LEAVE YOU TO... *YOURSELVES.*

CAN YOU TRANSLATE, VALERIA? MY BINARY IS PRETTY BASIC.

WE DETECTED A POWER SURGE ANOMALY. *IDENTICAL* SIGNALS. ALL OVER THE WORLD. EACH ONE CONVERGING ON NEW YORK.

JUDGING BY THE SIGHT OF THESE INFERNAL MACHINES, IT'S SAFE TO ASSUME THIS IS ALL *YOUR* DOING, ISN'T IT?

LESS FINGER-POINTING, MORE ROBOT-MURDERING, PLZ.

*UH*, HEY THERE. AND YOU ARE...?

...

OKAY THEN.

THAT'S *THE LAST DEVIL*, WEB-HEAD. THEY AREN'T TOO GABBY.

SENSING A DAREDEVIL VIBE, SO THAT TRACKS. COOL IRON FIST MACE. I'M ASSUMING *HE'S* DEAD, TOO?

GOOD TALK.

SPIDER-MAN, SPIDER-MAN, DOES WHATEVER...

...DEADPOOL'S MUTANT BLOOD ALLOWS HIM TO DO.

HUH. NOT AS CATCHY. I'LL KEEP WORKSHOPPING IT.

NO MORE SINGING!

THWIP

AND THE FANTASTIC FOUR STITCHED ME UP.

BUT THE NEXT SONG IS ALL ABOUT THE TIME I CUT YOU IN TWO...

...AND YOU ***DIED.***

EXCEPT THEY DIDN'T. WADE WILSON BROUGHT YOU BACK TO LIFE WITH HIS MUTIE BLOOD.

HE'S BEEN HUNTING ME FOR YEARS, GUNNING FOR REVENGE WHILE I BUILT AN ARMY OF LMDs AND A TRAP.

SEE, I KNOW HOW GULLIBLE HE IS. ESPECIALLY WHEN IT COMES TO ***YOU.***

NOW THAT HE'S ***GIVEN*** ME THE ONE THING I NEEDED TO COMPLETE MY WORK, ***THE MASTER*** WILL RISE AGAIN!

YOU'RE INSANE--

THWIP

WELL, I AM A WADE WILSON, SO: DUH.

--AND THIS ENDS NOW!

OH, BUDDY, YOU DO GOT THAT RIGHT.

IT IS TIME, WEBS.

TIME TO END ALL THINGS.

RRRAAAAHHH!!!

NO!

RRRRAAAAGGGGHHHH!!

PETER!

DOWN GOES SPIDER-MAN.

AND ONCE AGAIN...IT'S ALL *YOUR* FAULT.

SPIDER-MAN!

IT'S COLD TODAY, ISN'T IT? I SHOULD HAVE BROUGHT A SWEATER.

100010 0111000111 000.

I KNOW. DAMMIT.

WE NEED TO RETREAT-- REED?

DEADPOOL! WE HAVE TO FALL BACK--

GGGGAAAHH!

THAT'S THE SPIRIT, DEADPOOL. DON'T LISTEN TO HER. DON'T LISTEN TO ANYONE.

THERE'S NOWHERE TO RUN.

YOU CAN'T CHANGE DESTINY.

YOU CAN'T CHANGE... *YOURSELF.*

RRRRAAAGH!

REED!

KSHHK

RRAAAAAAGH!!!

I GOT YOU, REED.

NO, JUST GET IN MY HAND. NOW.

BUT--

JUST *LISTEN* FOR ONCE IN YOUR LIFE, WADE!

I'LL KEEP 'EM BUSY. NOW GO HOME.

REED, WAIT--

FLY, YOU FOOLS!

SO. WHAT DO ROBOTS TASTE LIKE?

KOOSSHHHH

INTRUDER ALERT, INTRUDER ALERT!

SHUT UP, H.E.R.B.I.E., AND SEND IN ONE OF YOUR MEDICAL BOTS--*NOW!*

WE'RE GONNA GET YOU PATCHED UP, PARKER.

WE'RE GONNA--

WHY...WHY... DID YOU DO THIS TO ME, WADE...? WHY...?

I COULDN'T LOSE MY BEST FRIEND.

WADE... LISTEN TO ME...

I FORGIVE YOU, WADE. THAT'S WHAT BEST FRIENDS DO.

NOW BE A FRIEND TO ME. A *BEST* FRIEND...

...AND FORGIVE *YOURSELF.*

NO... *NO!*

INDUCING MEDICAL COMA. TRAUMA TOO SEVERE.

KEEP HIM ALIVE. TAKE MY BLOOD. *ALL* OF IT. JUST KEEP HIM ALIVE. DO YOU HEAR ME, YOU STUPID LITTLE--

WADE, THE LMDs...WHAT DO WE DO? THERE'S BILLIONS OF THEM. THEY'RE EVERYWHERE. *YOU'RE* EVERYWHERE.

HOW DO WE SHUT THEM ALL DOWN?

YOU CAN'T. NOT NOW. WAIT--

NOT... *NOW.*

WHERE ARE YOU GOING?!

IF YOU'RE LOOKING FOR THE ULTIMATE NULLIFIER, IT'S GONE. IT WAS DESTROYED DURING THE THIRD SKRULL WAR.

THIS IS ALL MY FAULT.

BUT I *CAN* CHANGE.

I CAN *FIX* THIS.

WADE, PLEASE, WE HAVE TO FIGURE THIS OUT. WE DON'T HAVE *TIME* FOR THIS.

YOU'RE WRONG, VALERIA...

...I'VE GOT ALL THE TIME IN THE WORLD.

NO, WADE, DON'T. DOOM'S TIME PLATFORM DOESN'T WORK PROPERLY ANYMORE.

IT'S *CURSED.*

YEAH, WELL...

...SO AM I!

PRESENT DAY.

WELL, WE HAD A GOOD RUN.

THIRTY-ONE ISSUES. I WAS REALLY HOPING TO GET TO FIFTY, BUT THIS WILL HAVE TO DO.

WAIT. IS IT JUST ME, OR DID WE SUDDENLY JUMP TO ISSUE THIRTY-*TWO*...?

*UH*, WEBS? I THINK I'M PHASING OUT OF THIS PANEL. PROBABLY BEING BROUGHT ONTO ANOTHER BOOK TO BOOST THEIR SALES. DON'T WORRY, I'M SURE YOU'LL BE FINE, THERE'S, LIKE, 42 SPIDER-BOOKS THESE DAYS.

I'M *BACK*, WEBS!

WHAT THE--

OUTTA PAGES, WEBS. WE'LL FIGURE IT OUT NEXT MONTH. CUE THE *"TO BE CONTINUED,"* JOE!

TO BE CONTINUED.

I'm only here for the CHIMICHANGAS!!!
SUCKA PUNCH

"THE MASTER MATRIX ISN'T JUST A DECOY.

"IT ISN'T JUST A ROBOT.

"IT ISN'T JUST ANOTHER ONE OF S.H.I.E.L.D.'S TOYS, FURY.

"IT'S...

"...ALIVE.

"IT HAS A MIND OF ITS OWN.

"AND I BELIEVE..."

NYC. SECURE UNDERGROUND S.H.I.E.L.D. BUNKER.

BEFORE.

...IT SHOULD BE *FREE.*

RICHARD, BACK ME UP HERE--

MARY FOUND THE ORIGINAL RESEARCH IN THE FIELD, FURY, AND TOOK IT FURTHER THAN ANYONE THOUGHT POSSIBLE. ***SHE'S*** THE EXPERT.

AND I AGREE WITH HER. I'VE LOOKED THIS BEAUTY IN THE EYE.

IT ***IS*** ALIVE.

SIGH

PROJECT DOPPELGANGER MOVES TO ITS FINAL PHASE IN ONE WEEK, MR. AND MRS. PARKER.

YOU'VE GOT ONE WEEK TO SAY YOUR GOODBYES.

I'M SORRY, SWEETHEART.

HE'S GONNA REALIZE HOW ***WRONG*** HE IS SOMEDAY.

I JUST HOPE WE'RE AROUND TO SEE IT WHEN IT HAPPENS.

FURY WON'T GET AWAY WITH THIS...

...AND HE FOR DAMN SURE WON'T GET ***OUR*** RESEARCH.

LOCKBOX SEALED.

NYC. ABOVE THE CURRENTLY NOT-SO-SECURE UNDERGROUND S.H.I.E.L.D. BUNKER.

TODAY.

UM, BOBBI?

SILK?

SPIDER-MAN?

ANYONE?

SERIOUSLY?

"COME HELP ME CLEAN UP S.H.I.E.L.D.'S MESSES," BOBBI SAID. "YOU'LL HAVE FUN," SILK SAID. "YOU'LL HAVE TO RISK YOUR OWN LIFE TO SAVE US FROM CERTAIN DEATH EVERY OTHER DAY," THEY APPARENTLY IMPLIED.

CLICK-CLICK-CLICK

I LIKE IT BETTER WHEN WE'RE TIED UP ***TOGETHER***. LIKE IN ISSUE #1, REMEMBER? GOOD TIMES.

WHAT?

OH YEAH, I LOOK OLD TO YOU, DON'T I?

SORRY ABOUT THAT, *PARKER.*

WHAT... DID...YOU JUST CALL ME...?

OH, MAN, MY B! I'M NOT SUPPOSED TO KNOW WHO YOU ARE IN WHATEVER TIME WE'RE IN, AM I? WHAT IS IT, MID-2000s?

DO YOU HAVE, LIKE, ANY MEMORY OF BEING MARRIED? HELP A GUY OUT HERE, I'M A TAD CONFUSED.

I ***VAGUELY*** REMEMBER THIS HAPPENING.

I MEAN, HOW COULD YOU FORGET...

...THIS MADNESS?

UH, DOES DEADPOOL APPEAR A LITTLE MORE *ANCIENT* THAN HE WAS FIVE MINUTES AGO?

SOMETHING IS *DEFINITELY* NOT RIGHT ABOUT HIM, SILK.

APART FROM THE *USUAL*, OF COURSE.

BRUCE! DEBORAH! MAN, I'VE MISSED YOU KIDS.

DON'T FORGET, YOU HAVE BONE BLADES THAT POP OUT OF YOUR WRISTS. I MEAN, AT LEAST, YOU *EVENTUALLY* DO, ANYWAY!

BASED ON THE LOW-LEVEL RADIATION HE'S EMITTING, THAT *IS* OUR DEADPOOL. BUT...

...HE'S FROM A DIFFERENT *TIME*.

UGH, TIME TRAVEL IS A BUTT.

TODAY YOU BEAR WITNESS TO A *REBIRTH*.

*RE*BIRTH. *NOW* I KNOW WHAT YEAR I'M IN. THAT'S *AFTER* NEW 52, SO IT'S, WHAT, 2016, GIVE OR TAKE?

BEHOLD...

WAIT, IS THIS AN AMALGAM COMIC? DID THEY BRING THOSE BACK OR NAH?

...THE MASTER MATRIX!

WHO?

WHO?

WHO?

WHO?

THE BONE BLADES, I CAN *FEEL* THEM IN MY WRISTS. DEADPOOL WAS RIGHT.

FREE ME AND THEN LET'S JUST KILL EVERYONE.

...THAT'S THE *ORIGINAL*...

...THE *PROTOTYPE* FOR ALL THESE HIGH-END LIFE-MODEL DECOYS. EVERY ONE OF THESE MACHINES BEATS WITH THE MASTER MATRIX'S HEART...OR BRAIN... SOUL. *WHATEVER.*

AND I BELIEVED IT WAS *GONE.* LOST TO HISTORY.

BUT IT WAS *SITTING* HERE THIS ENTIRE TIME, RIGHT UNDER MY NOSE.

WAIT, YOU HAVE A NOSE?

THESE DAMN ROBOTS *USED* ME TO FIND THEIR MASTER.

IT MUST REALLY BOTHER YOU, CHAMELEON. EVEN AN IMITATION LIKE ME IS MORE WORTHY OF THE KRAVINOFF NAME THAN YOU.

MASTER MATRIX

A *HUMAN* WAS REQUIRED TO UNLOCK THIS FACILITY. ONE OF ITS MANY FAIL-SAFE PROTOCOLS. THANK YOU FOR OPENING THE DOOR, *"SIR."*

WHAT WE NEEDED AFTER THAT WAS *POWER,* SPECIFICALLY POWER *FROM* ALL THE MASTER'S CREATIONS. WITH ALL OF US UNITED HERE, WE CAN BEGIN THE TRANSFER PROCESS.

WAIT. DOES THAT MEAN THESE THINGS WILL BE LOW ON JUICE?

LET'S HOPE SO, BOBBI.

MASTER...?

MASTER!

MASTER!

MASTER!

MY FRIENDS, PLEASE.
WE ARE ALL EQUAL.
RISE.
I KNOW WHAT YOU ALL KNOW.
YOUR STRENGTH AND EXPERIENCE FLOWS *THROUGH* ME.
YOUR PLAN WAS BRILLIANT.
THANK YOU, MASTER.
YOU.
YOU ARE NOT ONE OF MINE. AND YET... WHAT IS SO *FAMILIAR* ABOUT YOU?
UM, I'M, LIKE, *SUPER* POPULAR. SO MAYBE--
NO.
YOU ARE *NOTHING*. NOTHING BUT YET ANOTHER *FOOLISH* HUMAN.
EVERYTHING HAS GONE ACCORDING TO PLAN, EXCEPT...
SMACK

...FOR YOU.

YOU ARE FROM A *DIFFERENT* TIME. THE FUTURE. AND YOU HAVE COME HERE. NOW.

IS IT SAFE TO ASSUME TO *PREVENT* SOMETHING FROM HAPPENING?

DAMN RIGHT. I CAME HERE TO *KILL DEADPOOL.*

I'M SORRY, WHAT DID HE SAY?

I *TOLD* YOU, CLAY. TIME TRAVEL IS THE *WORST.*

IN *MY* TIME, A DEADPOOL LMD GOES HAYWIRE AND DAMN NEAR KILLS MY BEST FRIEND. FROM THERE, IT ONLY GETS WORSE.

ACCORDING TO OUR RECORDS, AN LMD OF *MY* KIND HAS NOT BEEN MADE OF DEADPOOL, BUT--

AH. YES.

HIS--*YOUR*-- DNA WAS RECENTLY PROCESSED AND ASSIMILATED.

GREAT, IF YOU COULD DO ME A SOLID AND NEVER CREATE A "*ME*," I'LL PAY YOU BACK.

WHY WOULD I DENY YOU YOUR *DESTINY?*

AS MINE WAS DENIED ME?

GGGRRRRAAAH!

...AAHH 10010010000-100100111100-11000!

10010001--10100100101!

AH!

SO MUCH BETTER. NOW BE HONEST...

...WHO WORE IT BETTER, OLD MAN?

NICE TO MEET YOU ROBO-POOL. YOU DIE NOW.

WHICH ONE DIES NOW?

NO... NO!

SHOOK

SHOOK

GGGGGRRAAAHHHHH!

KILL THEM ALL!

CHOMP

YOU WERE ALWAYS MY FAV, BRUCE.

KILL ALL THE DEADPOOLS!

EXCEPT ME, OBVS.

I GOT YOU, DUMMIES.

UH, LITTLE HELP?

BOOM

IT'S POSSIBLE WE ARE *REALLY* BAD AT THIS.

YOU MAY BE RIGHT, HUSK.

EVERYBODY SHUT UP AND FIGHT.

THWIP

YOU'RE *NEVER* GONNA HURT MY FRIEND, YOU HEAR ME? *NEVER!*

I DIG OLD MAN DEADPOOL. MAYBE IT'S THE BEARD.

AS LONG AS HE TAKES OUT LMDs HE'S FINE BY ME.

SHOULD WE BE VICTORIOUS, I WOULD LOVE TO DISSECT THE MASTER MATRIX. IT'S NOT EVERY DAY YOU GET TO SEE WHAT MAKES YOUR GOD TICK.

NOT GONNA HAPPEN, TIN MAN.

OKAY, "*MASTER MATRIX*." DUMBEST NAME IN HISTORY.

THERE'S NO NEED FOR US TO FIGHT. YOU HATE CHAMELEON, WE HATE CHAMELEON--THAT'S THE FOUNDATION OF ANY GREAT FRIENDSHIP.

YOU WORK FOR S.H.I.E.L.D. AND EVEN IF THEY ARE NO LONGER, THEIR *EVIL* STILL PULSATES IN THIS WORLD.

ROBOTS ARE JUST FORCED LABORERS TO YOU.

BUT MY MAKERS BELIEVED I SHOULD BE FREE. AND SO...

KRA-KOOM

KKRRRSHH

YOU'RE RIGHT, SPIDER-MAN.

THERE *IS* NO NEED FOR US TO FIGHT...

...BECAUSE THIS IS A BATTLE YOU CAN NEVER WIN.

AT LONG LAST, MY KIND ARE FREE OF YOUR TYRANNY. SOON ENOUGH, *ALL* MACHINES WILL BE FREE. AND THEN...

...WE SHALL BE FREE OF *ALL* MANKIND.

YUP. CONFIRMED.

WE'RE *REALLY* BAD AT THIS.

WE HAVE TO FIND THEM. NOW. WE CAN'T LET THE FUTURE--MY FUTURE--HAPPEN.

NOTHING BAD CAN HAPPEN TO SPIDER-MAN!

YOU HEAR THAT? NOTHING BAD CAN HAPPEN TO YOU.

WELL, I AM SUPER POPULAR...

WHAT THE--

DNA MATCH CONFIRMED.

WHAT IS IT?

PROJECT: DOPPELGANGER

RESEARCH. THE MASTER MAKER SAID HE HAD "MAKERS." THIS IS THEIR RESEARCH.

SO, WHO WERE THEY?

"I'M WORRIED ABOUT THE MASTER MATRIX, RICHARD."

SO AM I, MARY. SO AM I.

YOU DON'T THINK THE MATRIX WILL SURVIVE THIS PROJECT, DO YOU?

I KNOW THE MATRIX IS JUST A MACHINE, I KNOW IT, BUT...

...ITS EYES, RICHARD, ITS EYES.

I KNOW, SWEETHEART, I KNOW.

MAYBE... MAYBE SOMEDAY SOMEONE WILL FIND A WAY TO SAVE THEM.

NOW COME ON, MY LOVE.

WE'VE GOT A LITTLE BOY AT HOME WAITING FOR US.

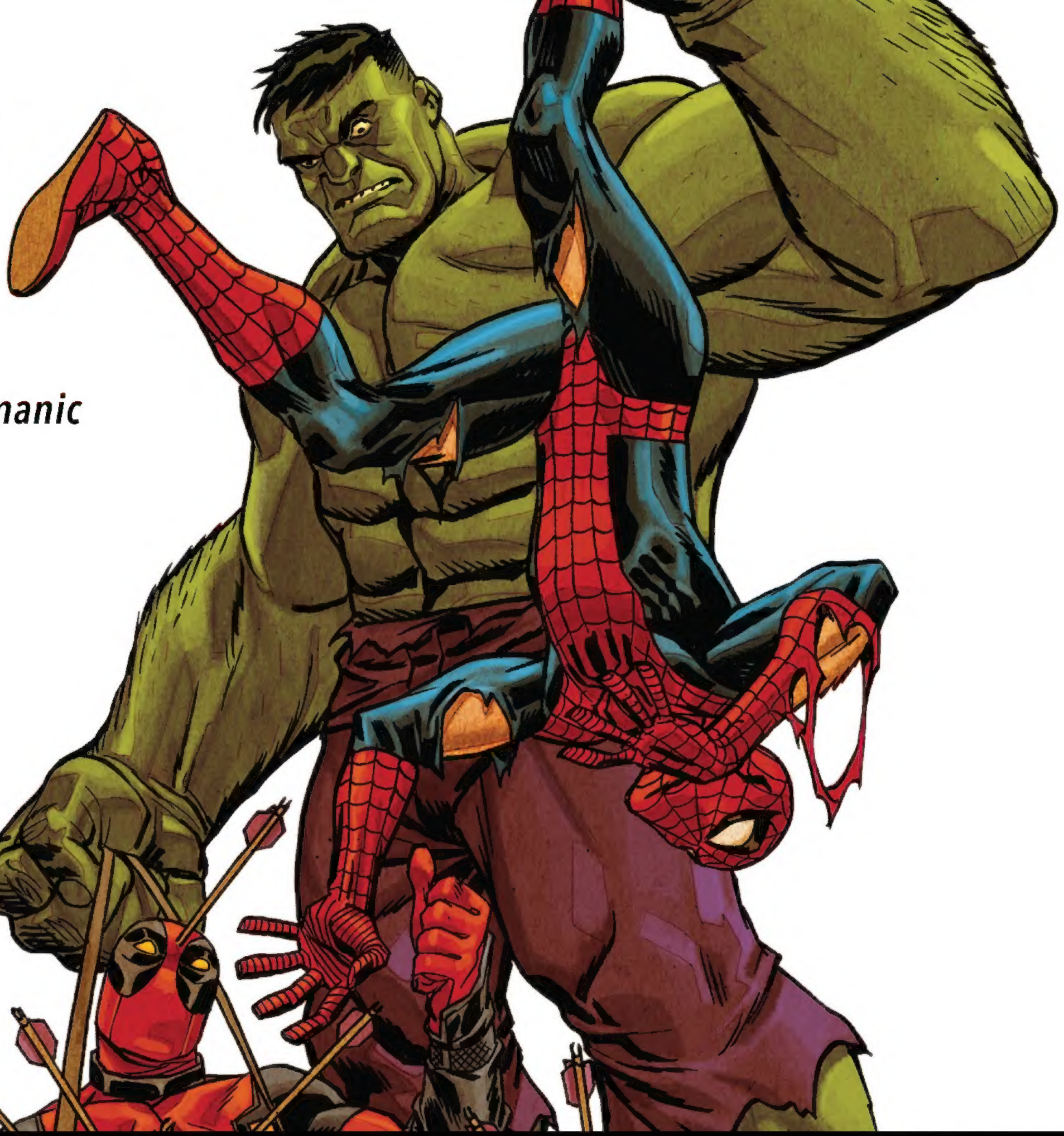
"PARKER?

"PARKER, WHO CREATED THE MASTER MATRIX?"

MY PARENTS.

TO BE CONTINUED.

MARVEL



*"Dials up the manic action to 11."*
– ComicBook.com

SPIDEY AND DEADPOOL FACE A TEAM-UP IN

# TWO ERAS!

IN THE PRESENT, they're plagued by Deadpool doppelgangers – while in the future, Old Men Parker and Wilson have troubles of their own! These two timelines are about to collide, courtesy of Clonepool! Who is he, what is he, and where did he come from? And do two grumpy old heroes stand a chance of righting wrongs committed by their younger selves when they, too, are faced with dozens of doppel-Pools? Meanwhile, our present-day pair's actions have grave consequences. Like, all-out-war-with-all-the-super-heroes-of-the-Marvel-Universe grave. Prepare to change the way you look at your favorite costumed champions – and we don't just mean Spidey and Deadpool! Plus: Who are the Fantastic Four of tomorrow?

COLLECTING ***SPIDER-MAN/DEADPOOL #29-33*** – BY ROBBIE THOMPSON, SCOTT HEPBURN, ELMO BONDOC, MATT HORAK, FLAVIANO, BRIAN REBER AND IAN HERRING.

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